

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Red Lion Manufacturing, Inc.		02/07/2005	CORPORATION: PENNSYLVANIA

**RECEIVING PARTY DATA**

Name:	Wells Fargo Century, Inc.
Street Address:	119 West 40th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1809324	ZR USA
Registration Number:	1812973	ZERO ZERO RESTRICTION GOLF OUTERWEAR USA
Registration Number:	2848070	DUAL MOTION
Registration Number:	2875280	ZERO RESTRICTION
Registration Number:	2880056	SHOULDER SHELF DESIGN
Registration Number:	2923834	GUARANTEED NO RESTRICTION

**CORRESPONDENCE DATA**

Fax Number: (212)391-4556  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 730-1900 ex 222  
 Email: mleve@ssgpc.com  
 Correspondent Name: Marc D. Leve  
 Address Line 1: Silverberg Stonehill & Goldsmith, P.C.  
 Address Line 2: 111 West 40th Street, 40th Floor  
 Address Line 4: New York, NEW YORK 10018

OP \$165.00 1809324

NAME OF SUBMITTER:	Marc D. Leve
Signature:	/Marc D. Leve/
Date:	02/09/2005
<b>Total Attachments: 3</b> source=Red Lion-Wells Fargo Century - Trademark Assignment-050209#page1.tif source=Red Lion-Wells Fargo Century - Trademark Assignment-050209#page2.tif source=Red Lion-Wells Fargo Century - Trademark Assignment-050209#page3.tif	

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, RED LION MANUFACTURING, INC., a corporation formed under the laws of Pennsylvania, located at 80 South Prospect Street, Hallam, Pennsylvania, 17406 ("Company"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to WELLS FARGO CENTURY, INC. ("Factor") pursuant to (i) a certain Factoring Agreement dated the date hereof, between Lender and Company and (ii) a certain Trademark Collateral Security Agreement, dated FEB 7, 2005 by Company in favor of Factor (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Factor a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Factor and grant to Factor a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Company expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
~~February~~ February 7, 2005

Witness:  
[Signature]

RED LION MANUFACTURING, INC.  
By: [Signature]  
Name: GAYLA ISOM  
Title: CEO

Witness:  
[Signature]

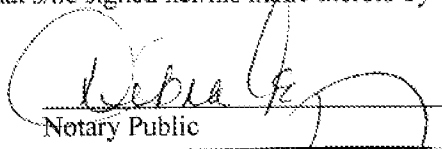
WELLS FARGO CENTURY, INC.  
By: [Signature]  
Name: Thomas V. Pizz  
President

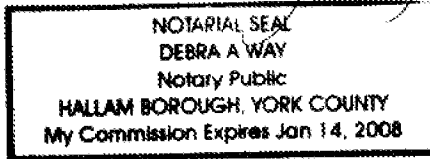
1100077.1/HCG/10735/019 1/10/05

Title:

STATE OF PA )  
 : ss.:  
COUNTY OF YORK )

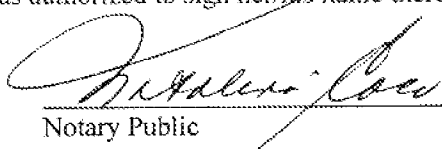
On this 2<sup>ND</sup> day of FEBRUARY 2005, before me personally came Gary A. Totton to me known, who, being by me duly sworn, did depose and say that s/he is the CEO of Red Lion Manufacturing, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

  
Notary Public



STATE OF NEW YORK )  
 : ss.:  
COUNTY OF NEW YORK )

On this 7<sup>th</sup> day of February 2005, before me personally came Thomas V. Pizzo, to me known, who, being by me duly sworn, did depose and say that s/he is the PRESIDENT of Wells Fargo Century, Inc., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

  
Notary Public

**NATALINA COCO**  
Notary Public, State of New York  
No. 01CO6093279  
Qualified in Kings County  
Commission Expires June 2, 2007

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated FEBRUARY 7, 2005, by and between RED LION MANUFACTURING INC., and WELLS FARGO CENTURY, INC.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
1,809,324	Reg. Dec 7, 1993	ZR USA
2,848,070	Reg. June 1, 2004	DUAL MOTION
2,875,280	Reg. AUG 17, 2004	ZERO RESTRICTION
2,880,056	Reg. AUG 31, 2004	SHOULDER SHELF DESIGN
TMA622,441	Reg. OCT 14, 2004	ZR (Conchion)
No 003009370	Reg. July 29, 2004	ZR (Europe Trademate)
No 003009057	Filed January 15, 2003	ZERO RESTRICTION (Europe)
76/471443	Filed Nov 21, 2002	GUARANTEED No RESTRICTION
1,812,973	Reg. Dec 21, 1993	ZERO-ZERO RESTRICTION GOLF OUTERWEAR - USA